

**UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

ZINO DAVIDOFF SA,

Plaintiff,

v.

06 Civ. 15332 (RJS)

CVS CORPORATION,

Defendant.

**DECLARATION OF FRANK FAZZINGA IN CONNECTION WITH PLAINTIFF'S  
MOTION FOR CONTEMPT SANCTIONS**

I, Frank Fazzinga, hereby declare as follows:

1. I am Chairman and Chief Executive Officer of Gemini Cosmetics, Inc. ("Gemini"), the parent company of AM-MX, Inc. ("AM-MX") and Grace Beauty LLC (collectively with its predecessor "AM-MX," "Grace Beauty"), 31 Lexington Avenue, Passaic, New Jersey 07055. Grace Beauty is a distributor of fragrance products. I have been involved in the fragrance industry for approximately 42 years, and my current duties include overseeing the purchase and sale of DAVIDOFF fragrance products from Coty Inc. and its affiliates (collectively "Coty"). I submit this declaration based upon my own personal knowledge.

2. Grace Beauty is authorized by Coty to distribute certain sizes of DAVIDOFF COOL WATER eau de toilette. In or around 2000, Coty and Grace Beauty entered into an agreement that designated Grace Beauty as the sole authorized distributor of certain DAVIDOFF and JOOP fragrances.

3. Grace Beauty first began selling DAVIDOFF fragrances to CVS in or around November 2007. Since that time, Grace Beauty has supplied CVS with approximately 10,000 units of DAVIDOFF COOL WATER men's 1.35 oz. EDT. Based upon my knowledge of the

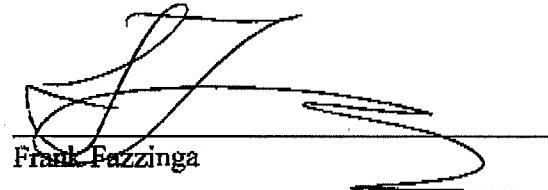
number of CVS stores, this averages out to approximately 2 units per store total over this approximately four month timeframe. To the extent that CVS was selling any DAVIDOFF fragrances prior to November 2007, CVS had to be sourcing those fragrances from other suppliers.

4. Since becoming Coty's authorized distributor of certain DAVIDOFF fragrance products, Grace Beauty has never traded in decoded or counterfeit DAVIDOFF fragrance products. Just to be clear, Grace Beauty has never sold decoded or counterfeit DAVIDOFF fragrance products to CVS, and it did not sell CVS the decoded DAVIDOFF COOL WATER 1.35 oz. fragrance product purchased by Zino Davidoff's investigator on February 12, 2008, described and shown in the Declaration of Michael Paviour dated February 13, 2008. Grace Beauty sources all of its DAVIDOFF fragrances only from Coty, the licensed distributor and manufacturer of DAVIDOFF fragrances. Further, because Coty has selected Grace Beauty as its only secondary distributor of genuine DAVIDOFF fragrance products, Grace Beauty has nothing to gain by selling decoded DAVIDOFF fragrance products.

5. The European Article Number ("EAN") found on DAVIDOFF COOL WATER products does not identify Grace Beauty as the supplier. Based upon my years of experience in the fragrance field, I know that the EAN at issue identifies the type of product, not a specific unit or batch of the product, and so should be found on every unit of DAVIDOFF COOL WATER men's 1.35 oz. EDT manufactured by Coty in Europe.

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

Date: 4/4/2008 Florida  
April 4, 2008

  
Frank Fazzinga